

RECORDATION NO. **25643-F** FILED

JUN 02 '10 -11 05 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

June 2, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Security Interest in Railcars, dated as of May 28, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 25643-B

The names and addresses of the parties to the enclosed document are:

Debtor/Assignor: Infinity Rail, LLC
1355 Peachtree Street
Suite 750, South Tower
Atlanta, Georgia 30309

Secured Party/
Assignee: The CIT Group/Equipment Financing, Inc
30 South Wacker, Suite 3000
Chicago, Illinois 60606

Chief, Section of Administration
June 2, 2010
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A description of the railroad equipment covered by the enclosed document is:

38 covered hoppers within the series IFRX 46113 - IFRX 801268
(previously bearing NAHX reporting marks) as more particularly set forth
in the attachment to the document.

A short summary of the document to appear in the index is:

Termination of Security Interest in Railcars.

Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

EML/bhs
Enclosures

Termination of Security Interest in Railcars

For value received, The CIT Group/Equipment Financing, Inc., a Delaware corporation ("Secured Party" or "CIT"), releases and terminates any and all rights and interests of Secured Party with respect to the railcars described in the schedule attached hereto (the "Released Collateral"), including without limitation any security interests and other rights and interests relating to the Released Collateral pursuant to the memoranda listed in the table below and the agreements referenced therein.

Description of document	Date and time of filing with STB	STB recordation number
Memorandum of Lease dated as of June 10, 2005, executed by The David J. Joseph Company ("DJJC") as lessor and Union Pacific Railroad Company as lessee	06/17/2005 4:31 p.m.	25643
Memorandum of Assignment of Lease dated as of June 7, 2005, executed by DJJC as assignor and Infinity Rail, LLC ("IR") as assignee	06/20/2005 11:10 a.m.	25643-A
Memorandum of Security Agreement dated as of June 22, 2005, executed by IR as debtor/assignor and CIT as secured party / assignee	06/23/2005 12:10 p.m.	25643-B
Memorandum of Security Agreement dated as of June 22, 2005, executed by IR as debtor/assignor and CIT as secured party / assignee	06/23/2005 12:12 p.m.	25643-C
Memorandum of Amendment to Security Agreement dated as of May 15, 2009, executed by IR as debtor/assignor and CIT as secured party / assignee	June 4, 2009 3:00 p.m.	25643-D
Memorandum of Amendment to Security Agreement dated as of May 15, 2009, executed by IR as debtor/assignor and CIT as secured party / assignee	June 4, 2009 3:00 p.m.	25643-E

Executed as of May 28, 2010

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 

Name: Richard A. Rossi

Title: Senior Director

State of ILLINOIS; County of COOK

On MAY 26, 2010, personally appeared before me Richard A. Rossi, to me personally known, who being by me duly sworn, said that he is Senior Director of The CIT Group/Equipment Financing, Inc., that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of such corporation.


Notary Public

My commission expires:

[NOTARIAL SEAL]



Schedule 1
to Termination of Security Interest in Cars

Description of Cars: used 4750 cu. ft. covered hopper railcars

Quantity: thirty-eight (38)

Reporting marks and identifying numbers:

Unit Count	Car Mark	Car Number	Previous Mark	Previous Number
1	IFRX	46113	NAHX	46113
2	IFRX	46276	NAHX	46276
3	IFRX	46284	NAHX	46284
4	IFRX	46285	NAHX	46285
5	IFRX	46727	NAHX	46727
6	IFRX	46746	NAHX	46746
7	IFRX	46750	NAHX	46750
8	IFRX	46780	NAHX	46780
9	IFRX	52965	NAHX	52965
10	IFRX	52999	NAHX	52999
11	IFRX	53547	NAHX	53547
12	IFRX	53553	NAHX	53553
13	IFRX	53565	NAHX	53565
14	IFRX	53581	NAHX	53581
15	IFRX	53584	NAHX	53584
16	IFRX	53593	NAHX	53593
17	IFRX	53658	NAHX	53658
18	IFRX	53764	NAHX	53764
19	IFRX	53818	NAHX	53818
20	IFRX	53839	NAHX	53839
21	IFRX	53962	NAHX	53962
22	IFRX	54101	NAHX	54101
23	IFRX	54162	NAHX	54162
24	IFRX	54407	NAHX	54407
25	IFRX	54409	NAHX	54409
26	IFRX	54425	NAHX	54425
27	IFRX	54426	NAHX	54426
28	IFRX	55490	NAHX	55490
29	IFRX	55543	NAHX	55543
30	IFRX	55544	NAHX	55544
31	IFRX	55557	NAHX	55557
32	IFRX	55566	NAHX	55566
33	IFRX	55596	NAHX	55596
34	IFRX	475109	NAHX	475109
35	IFRX	800096	NAHX	800096
36	IFRX	800637	NAHX	800637
37	IFRX	801225	NAHX	801225
38	IFRX	801268	NAHX	801268

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated

June 2, 2010



Robert W Alvord